

RECORDATION NO. 23048-B FILED

MAY 18 '10 -2 00 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

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May 18, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C), dated as of May 18, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Memorandum of Loan and Security Agreement (Amtrak Trust 2000-C) previously filed with the Board under Recordation Number 23048-A.

The names and addresses of the parties to the enclosed document are:

Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Lender: AME Investments LLC
c/o Ambac Capital Corp
One State Street Plaza
New York, NY 10004

Section Chief
May 18, 2010
Page two

A description of the railroad equipment covered by the enclosed document is:

77 railcars TERMINATED within the series AMTK 31523 - AMTK 38007 as more particularly set forth in the attachment to the document.

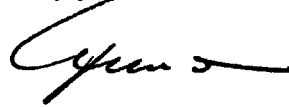
A short summary of the document to appear in the index is:

Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 18 '10 -2 0 0 PM

MEMORANDUM OF TERMINATION OF SECURITY AGREEMENT
(AMTRAK TRUST 2000-C)

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Loan and Security Agreement (Amtrak Trust 2000-C), dated as of August 17, 2000 ("**Security Agreement**"), Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("**Trustee**") under the Trust Agreement (Amtrak Trust 2000-C) dated as of August 17, 2000, granted to AME Investments, LLC (the "**Lender**"), as security for certain obligations of Trustee, ICX Corporation (the "**Equity Investor**"), National Railroad Passenger Corporation (the "**Lessee**") or any other Person under any of the Operative Documents, a security interest in all of Trustee's right, title, and interest in and to the Collateral, including, without limitation, the railroad equipment described on **Annex A** hereto. The parties executed a Memorandum of Loan and Security Agreement (Amtrak Trust 2000-C), reflecting the foregoing, dated as of August 17, 2000, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 17, 2000, at 12:04 p.m. with the Recordation No. 23048-A. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Security Agreement.

2. Pursuant to a Termination Agreement, dated as of May 18, 2010, by and among Lessee, Trustee, Equity Investor, Lender, AME Asst Funding, LLC, a Delaware limited liability company, as the Payment Undertaker, and MBIA Insurance Corporation, as the Payment Undertaking Guarantor, the Lender terminated and released the security interest granted by Trustee to the Lender under the Security Agreement in full with respect to the Collateral, including, without limitation, the railroad equipment described on **Annex A** hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

AME Investments, LLC
c/o Ambac Capital Corporation
One State Street Plaza
New York, New York 10004
Attention: Loan Operations

4. The terms and provisions of the above-referenced security interest are more particularly set forth in the above-referenced Security Agreement.

5. This Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C) to be executed as of May 18, 2010.

WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as Trustee,
as aforesaid

By: [Signature]
Name: Robert J. Perkins
Title: Vice President

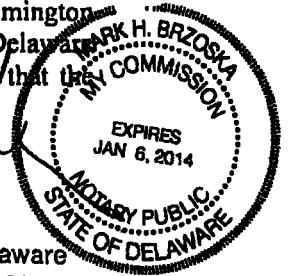
STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

On May 18th, 2010, before me personally appeared Robert J. Perkins Vice President to me, personally known, who being by me duly sworn says that he/she is _____ of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My commission expires: MARK H. BRZOSKA
Notary Public - State of Delaware
My Comm. Expires Jan. 6, 2014

[NOTARIAL SEAL]



[Execution continued on next page; remainder of this page intentionally left blank]

[Memorandum of Termination of Security Agreement (Amtrak Trust 2000-C) - STB]

AME INVESTMENTS, LLC

By: _____
Name: David J. Weissman
Title: Ambac Board Member

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On May 13, 2010, personally appeared before me David J. Weissman, to me personally known, who being by me duly sworn, said that he/she is a Ambac Board Member of AME Investments, LLC, that such instrument was signed on behalf of said Delaware limited liability company by the authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Delaware limited liability company

Anne S. Kelly
Notary Public
My commission expires:

[NOTARIAL SEAL]

ANNE G. KELLY
Notary Public, State of New York
No. 02G15044534
Qualified in New York County
Commission Expires October 12, 20 11

ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31523	Superliner I	Superliner Baggage Coach
31524	Superliner I	Superliner Baggage Coach
31525	Superliner I	Superliner Baggage Coach
31527	Superliner I	Superliner Baggage Coach
31529	Superliner I	Superliner Baggage Coach
31530	Superliner I	Superliner Baggage Coach
31531	Superliner I	Superliner Baggage Coach
31539	Superliner I	Superliner Baggage Coach
31590	Superliner I	Smoking Lounge
32003	Superliner I	Superliner Sleeper
32005	Superliner I	Superliner Sleeper
32006	Superliner I	Superliner Sleeper
32007	Superliner I	Superliner Sleeper
32011	Superliner I	Superliner Sleeper
32012	Superliner I	Superliner Sleeper
32013	Superliner I	Superliner Sleeper
32015	Superliner I	Superliner Sleeper
32023	Superliner I	Superliner Sleeper
32024 *	Superliner I	Superliner Sleeper
33100	Superliner I	Superliner Diner
34034	Superliner I	Superliner Coach
34057	Superliner I	Superliner Coach
34063	Superliner I	Superliner Coach
34064	Superliner I	Superliner Coach
34067	Superliner I	Superliner Coach
34074	Superliner I	Superliner Coach
34078	Superliner I	Superliner Coach
34079	Superliner I	Superliner Coach
34080	Superliner I	Superliner Coach
34081	Superliner I	Superliner Coach
34082	Superliner I	Superliner Coach
34084	Superliner I	Superliner Coach
34085	Superliner I	Superliner Coach
34086	Superliner I	Superliner Coach
34087	Superliner I	Superliner Coach
34088	Superliner I	Superliner Coach
34090	Superliner I	Superliner Coach

34091	Superliner I	Superliner Coach
34092	Superliner I	Superliner Coach
34093	Superliner I	Superliner Coach
34095	Superliner I	Superliner Coach
34096	Superliner I	Superliner Coach
34097	Superliner I	Superliner Coach
34098	Superliner I	Superliner Coach
34099	Superliner I	Superliner Coach
34101	Superliner I	Superliner Coach
35001	Superliner I	Superliner Coach
35002	Superliner I	Superliner Coach
35003	Superliner I	Superliner Coach
35004	Superliner I	Superliner Coach
35005	Superliner I	Superliner Coach
35006	Superliner I	Superliner Coach
35007	Superliner I	Superliner Coach
35008	Superliner I	Superliner Coach
35009	Superliner I	Superliner Coach
35010	Superliner I	Superliner Coach
35011	Superliner I	Superliner Coach
38003	Superliner I	Superliner Diner
38004	Superliner I	Superliner Diner
38005	Superliner I	Superliner Diner
38006	Superliner I	Superliner Diner
38007	Superliner I	Superliner Diner
31591	Superliner I	Smoking Lounge
32001	Superliner I	Superliner Sleeper
34020	Superliner I	Superliner Coach
34038	Superliner I	Superliner Coach
34051	Superliner I	Superliner Coach

Lot 2

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31532	Superliner I	Superliner Baggage Coach
31533	Superliner I	Superliner Baggage Coach
31535	Superliner I	Superliner Baggage Coach
31538	Superliner I	Superliner Baggage Coach
31540	Superliner I	Superliner Baggage Coach
31541	Superliner I	Superliner Baggage Coach
31543	Superliner I	Superliner Baggage Coach
31545	Superliner I	Superliner Baggage Coach
33002	Superliner I	Superliner Lounge

33015

Superliner I

Superliner Lounge

* - Units, if any, which have been removed due to a casualty are marked with an "**".

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated.

5/18/10



Robert W. Alvord